

ORIGINAL

Colin M. Adams (CA 2913)

KIRKLAND & ELLIS LLP
Citigroup Center
153 East 53rd Street
New York, New York 10022-4611
Telephone: (212) 446-4800
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UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

IN RE:
SOLUTIA, INC., *ET AL.*

Debtors.

WILMINGTON TRUST COMPANY,
as Indenture Trustee,

Plaintiff-Appellant,

-against-

SOLUTIA, INC.,

Defendant-Appellee.

Case No.: 1:07-cv-05997 (GBD)

ECF Case

Adversary Proceeding No. 05-01843

ON APPEAL FROM THE UNITED STATES
BANKRUPTCY COURT FOR THE
SOUTHERN DISTRICT OF NEW YORK,
THE HONORABLE PRUDENCE C.
BEATTY, UNITED STATES
BANKRUPTCY JUDGE, PRESIDING

Bankruptcy Case No. 03-17949 (PCB)
Jointly Administered

Chapter 11

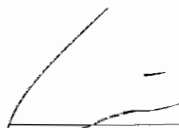
**NOTICE OF MOTION TO ADMIT
COUNSEL *PRO HAC VICE***

PURSUANT TO RULE 1.3(c) of the Local Rules of the United States District
Courts for the Southern and Eastern Districts of New York, I Colin M. Adams, a member in
good standing of the bar of this Court, hereby move for an Order allowing the admission *pro hac*
vice of:

Name: David J. Zott, P.C.
Firm: Kirkland & Ellis LLP
Address: 200 East Randolph Drive
City/State: Chicago, Illinois 60601
Phone Number: 312.861.2000
Fax Number: 312.861.2200

David J. Zott, P.C. is a member in good standing of the Bar of the States(s) of Illinois. There are no pending disciplinary proceedings against David J. Zott, P.C. in any State or Federal court.

Dated: July 16, 2007
New York, New York



Colin M. Adams (CA 2913)

KIRKLAND & ELLIS LLP
Citigroup Center
153 East 53rd Street
New York, New York 10022-4611
Telephone: (212) 446-4800
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Attorney for Solutia Inc.

UNITED STATES DISTRICT COURT
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**AFFIDAVIT OF COLIN M. ADAMS IN
SUPPORT OF MOTION TO ADMIT *PRO
HAC VICE***

STATE OF NEW YORK)
)
COUNTY OF NEW YORK) ss.:

COLIN M. ADAMS, being duly sworn, hereby deposes and says as follows:

1. I am a partner with Kirkland & Ellis LLP, counsel for Defendant-Appellee in the above captioned action. I am familiar with the proceedings in this case. I make this statement based on my personal knowledge of the facts set forth herein and in support of Defendant-Appellee's motion to admit David J. Zott, P.C. as counsel *pro hac vice* to represent Plaintiff in this matter.
2. I am a member in good standing of the bar of the New York, and was admitted to practice law in insert date here. I am also admitted to the bar of the United States District Court for the Southern District of New York, and am in good standing with this Court.
3. I have known David J. Zott, P.C., counsel for Defendant-Appellee.
4. Applicant is a partner at Kirkland & Ellis, LLP, 200 East Randolph Drive, Chicago, Illinois 60601.
5. I have found David J. Zott, P.C. to be a skilled attorney and a person of integrity. He is experienced in Federal practice and is familiar with the Federal Rules of Procedure.
6. Accordingly, I am pleased to move the admission of David J. Zott, P.C., *pro hac vice*.

7. I respectfully submit a proposed order gaining the admission of David J. Zott, P.C., *pro hac vice*, which is attached hereto as Exhibit A.

WHEREFORE it is respectfully requested that the motion to admit David J. Zott, P.C., *pro hac vice*, to represent Plaintiff in the above captioned matter, be granted.

Dated: July 16, 2007
New York, New York

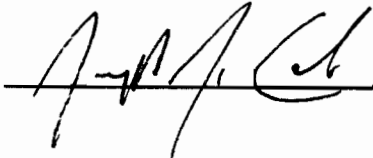
Respectfully submitted,



Colin M. Adams (CA 2913)

Sworn to before me

this 16th of July, 2007



JOSEPH J. CALI
Notary Public, State of New York
No. 01CA5015323
Qualified in New York County
Commission Expires July 19, 2009

CERTIFICATE OF SERVICE

I, Colin M. Adams, a non-attorney, hereby certify, under penalty of perjury pursuant to 28 U.S.C. § 1746, that on this 16th day of July, 2007, I caused a true and correct copy of the foregoing **MOTION TO ADMIT COUNSEL *PRO HAC VICE*** to be served, via overnight delivery, upon the following:

<p>Andrew L. Morrison Reed Smith LLP 599 Lexington Avenue New York, New York 10022</p> <p>Robert C. Shenfeld Reed Smith LLP 355 South Grand Avenue Los Angeles, California 90071 <i>Attorneys for J.P. Morgan Chase Bank, as Indenture Trustee</i></p>	<p>S. Margie Venus Akin Gump Strauss Hauer & Feld LLP 1111 Louisiana Street, 44th Floor Houston, Texas 77002 <i>Attorney for the Official Committee of Unsecured Creditors</i></p>
<p>Edward S. Weisfelner, Esq. Brown Rudnick Berlack Israels LLP Seven Times Square New York, NY 10036 Steven D. Pohl, Esq.</p> <p>Brown Rudnick Berlack Israels LLP One Fiancial Center Boston, MA 0211 <i>Attorneys for the Ad Hoc Committee of Trade Creditors</i></p>	<p>Bruce Bennett Bennett J. Murphy 865 South Figueroa Street, Suite 2900 Los Angeles, California 90017 <i>Attorneys for the Ad Hoc Committee of Solutia Noteholders</i></p>



Colin M. Adams

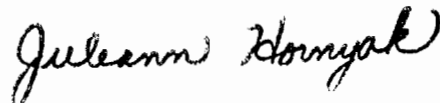
Certificate of Admission To the Bar of Illinois

I, Juleann Hornyak, Clerk of the Supreme Court of Illinois, do hereby certify that

David John Zott

has been duly licensed and admitted to practice as an Attorney and Counselor of Law within this State; has duly taken the required oath to support the CONSTITUTION OF THE UNITED STATES and of the STATE OF ILLINOIS, and also the oath of office prescribed by law, that said name was entered upon the Roll of Attorneys and Counselors in my office on November 6, 1986 and is in good standing, so far as the records of this office disclose.

In Witness Whereof, I have hereunto
placed my hand and affixed the seal
of said Supreme Court, at Springfield,
in said State, this Tuesday, July 10, 2007.

A handwritten signature in black ink, reading "Juleann Hornyak". The signature is written in a cursive, flowing style.

Clerk



ATTORNEY REGISTRATION AND DISCIPLINARY COMMISSION
of the
SUPREME COURT OF ILLINOIS

One Prudential Plaza
130 East Randolph Drive, Suite 1500
Chicago, IL 60601-6219
(312) 565-2600 (800) 826-8625
Fax (312) 565-2320

One North Old Capitol Plaza, Suite 333
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(217) 522-6838 (800) 252-8048
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David J. Zott
Kirkland & Ellis LLP
200 E. Randolph Dr.
Chicago, IL 60601-6436

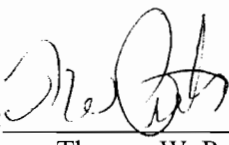
Chicago
Friday, July 13, 2007

In re: David John Zott
Admitted: 11/6/1986
Attorney No. 6193505

To Whom It May Concern:

The records of the Clerk of the Supreme Court of Illinois and of this office indicate that the attorney named above was admitted to the practice of law in Illinois; is currently registered on the master roll of attorneys entitled to practice law in this state; and has never been disciplined; and is in good standing.

Very truly yours,
Jerome Larkin
Administrator

By: 
Thomas W. Peters
Registrar

TWP:ao

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SOUTHERN DISTRICT OF NEW YORK

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**ORDER FOR ADMISSION *PRO HAC*
VICE ON WRITTEN MOTION**

Upon the motion of Colin M. Adams attorney for Solutia Inc. and said sponsor
attorney's affidavit of support;

IT IS HEREBY ORDERED that

Applicants Name: David J. Zott, P.C.

Firm Name: Kirkland & Ellis LLP

Address: 200 East Randolph Drive

City / State / Zip: Chicago, Illinois 60601

Telephone / Fax: 312.861.2000 / 312.861.2200

Email Address: dzott@kirkland.com

is admitted to practice *pro hac vice* as counsel for Solutia Inc. in the above
captioned case in the United States District Court for the Southern District of New York. All
attorneys appearing before this Court are subject to the Local Rules of this Court, including the
Rules governing discipline of attorneys. If this action is assigned to the Electronic Case Filing

(EFC) system, counsel shall immediately apply for an ECF password at www.nysd.uscourts.gov.

Counsel shall forward the *pro hac vice* fee to the Clerk of Court.

Dated: _____, 2007
New York, New York

United States District Judge